

# THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1135.  
FILED, JULY 16th. 1964.

## JOBURKE GOLD MINES LIMITED

Full corporate name of Company  
Incorporated under Part XI of the Companies Act (Ontario)  
by Letters Patent dated the 13th day of August, 1946.  
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953  
(Ontario) by Letters Patent dated May 1st, 1957).

### FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.

(a) Change of control of the Company, particulars of new Board of Directors being set forth in item 3 hereof.

Following the change of control and the election of the new Board of Directors, then

(b) Underwriting and Optioning of treasury shares referred to in item 6 hereof.

(c) Entering into of Agreement with Denison Mines Limited, Rejol Investments Limited and Larry F. Labow particulars whereof are set forth in Schedule "A" hereunto annexed.

#### SCHEDULE "A"

The Company has entered into an agreement dated July 14th, 1964 with Denison Mines Limited, Rejol Investments Limited and Larry F. Labow, President of the Company, whereunder it has been agreed that the sum of \$30,000.00 to be received by the Company from the sale of shares referred to in item 6 shall be employed and expended by the Company in exploration and development work on its present gold property situate in Keith Township, Ontario, and said funds shall not be otherwise expended unless and until agreed to by the parties to the agreement other than the Company. Denison Mines Limited is to have the supervision and direction of the Company's exploration and development programme aforementioned, provided, that Denison is not to receive a fee for its services and that the expenditures in carrying out such exploration and development programme does not exceed the sum of \$30,000.00 without the Company's consent. Mr. Labow has agreed to make available his services to the Company and/or Denison as and when reasonably required of him and without charge for the purpose of consultation with respect to such exploration and development programme. It is further stipulated that all releases of information relating to exploration and development shall be submitted and approved by all parties to the agreement prior to their being released to parties other than the Parties to the agreement.

2. Head office address and any other office address.

The Head Office of the Company is presently located at Room 906, 357 Bay Street, Toronto. Following the change of control the Head Office will be located at Room 913, 25 Adelaide Street West, Toronto.

3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.

The present officers and directors of the Company are as follows:

E. C. MacLeod	President and Managing Director. 85 Lawrence Crescent, Toronto. Prospector
W. H. Macintosh	Vice-President, Secretary-Treasurer and Director. 5 Campbell Crescent, Willowdale, Ontario. Solicitor.
S. H. Warren	Assistant Secretary-Treasurer. 28 Harrop Avenue, Islington, Ontario. Accountant.
M. A. McLEOD	Director, 1391 Mount Pleasant Road, Toronto 12. Prospector.
M. C. MOSHER	Director, 168 Sandringham Drive, Downsview, Ont. Mining Executive.
Dr. J. A. L. WHITE	Director, 106 Briar Hill Avenue, Toronto, Ont. Mineral Economist.
Following the change of control and election of the new Board the officers and Directors of the Company will be as follows:-	
LAWRENCE F. LABOW	President and Managing Director. 100 Dunloe Road, Toronto, Ontario. Consulting Mining Engineer.
C. H. LABOW	Vice-President and Director, 100 Dunloe Road, Toronto, Ontario. Executive.
MURRAY COOPER	Secretary-Treasurer and Director, Suite 714, 62 Richmond Street West, Toronto. Mining Executive.
Dr. J. A. L. WHITE	Director, 106 Briar Hill Avenue, Toronto, Ont. Mineral Economist.
CHARLES E. SIMMONS	Director, 14 Pine Ridge Drive, Scarborough, Ont. President of C. E. Simmons & Associates, Estate Planning Consultants.



4. Share capitalization showing authorized and issued and outstanding capital.	Authorized : 7,000,000 of the par value of \$1.00 each Issued and Outstanding : 4,800,000 shares
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By agreement dated July 10th, 1964, between the Company and Rejol Investments Limited, 913-25 Adelaide Street West, Toronto, Ontario, and John Gardon & Co. Limited, 185 Bay Street, Toronto, Ontario, (as Underwriters), the Underwriters acting as set forth in item 7 agreed to purchase 400,000 shares of the Company at 10¢ per share and an additional 100,000 shares at 15¢ per share all payable within 3 business days of the date of acceptance for filing of this Filing / Statement (such date of acceptance being referred to as the "acceptance date"). Pursuant to said agreement options were granted to purchase an additional 500,000 shares of the Company as follows:- 100,000 shares at 15¢ per share within 3 months of the acceptance date; 100,000 shares at 20¢ per share within 6 months of the acceptance date; 100,000 shares at 20¢ per share within 9 months of the acceptance date; 100,000 shares at 25¢ per share within 12 months of the acceptance date and 100,000 shares at 25¢ per share within 15 months of the acceptance date. If all of the foregoing options are exercised the Underwriters acting as set forth in item 7 are to have a first right of refusal for a period of 6 months relative to any further financing of the Company, such period of time to be calculated from the date upon which the last option to purchase shares of the Company is exercised.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	In entering into the agreement referred to in item 6, Rejol Investments Limited was acting solely on its own behalf as to a 50% interest in the underwriting and options. The only person having a greater than 5% interest in Rejol Investments Limited is Larry F. Labow, the new President and a Director of the Company. John Gardon & Co. Limited was acting as to a 50% interest in the underwriting and options solely on behalf of Denison Mines Limited, 4 King Street West, Toronto, Ontario, a public company. The agreement referred to in item 6 contains a 6 day period of grace so that if one party does not take up its option the other party may do so, whereupon all options and the first right of refusal referred to in item 6 will become the property of the party rectifying the default.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	As set forth in Schedule "A" hereto the Company has entered into the agreement referred to therein respecting the carrying out of exploration and development work on its Keith Township mining claims in the Sudbury Mining Division. The exact nature and extent of work to be done cannot presently be stated since same is under the supervision and direction of Denison Mines Limited and the final decision is to be made by that Company, the nature and extent of development work will depend on the review of results of prior development work and the appropriate recommendations of their technical consultants. The sum of \$30,000 to be received from the sale of shares referred to in item 6 will be earmarked for the first stage of development work and additional monies may be expended on these claims if warranted. Monies received from the sale of shares referred to in item 6 will be used for general administrative purposes but funds will not be used for purposes other than those hereinbefore set forth until notice thereof has been filed with the Toronto Stock Exchange for its acceptance and approval. See Schedule "A" in Item 1.

# FINANCIAL STATEMENTS

JOHNSON GOLD MINES LIMITED

(Incorporated under the laws of the Province of Ontario)

Balance Sheet as at December 31, 1964

## ASSETS

### Current Assets

Cash in Bank

\$7,241.25

### Fixed Assets

Property, Plant and Equipment, at cost less accumulated depreciation

\$25,000.00

### Other Assets and Deferred Charges

Investment in Johnson Gold Mines Limited, at cost less accumulated depreciation

\$25,000.00

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Liabilities and Shareholders' Equity

Accounts Payable

Approved on behalf of the Board

Director

Director

Notes



# FINANCIAL STATEMENTS

JOBURKE GOLD MINES LIMITED

(Incorporated under the Laws of the Province of Ontario)

## BALANCE SHEET

June 22, 1964

### A S S E T S

#### Current Assets

Cash in Bank

\$ 57.73

\$ 57.73

#### Mining Claims

Sudbury District, Ontario, at the value  
placed on shares given therefor, plus  
\$22,655 cash

145,654.70

#### Other Assets and Deferred Charges

Exploration and administrative expenditures 600,940.39

Interest in mining syndicates at nominal value 1.00

Buildings, Machinery and Equipment at nominal  
value

2.00

600,943.39

\$746,655.82

### L I A B I L I T I E S

#### Current Liabilities

Accounts Payable

275.00

#### Shareholders' Equity

##### Capital Stock

Authorized - 7,000,000 shares of \$1 each

Issued - 4,800,000 shares 4,800,000.00

Less discount on shares 3,478,318.25

1,321,681.75

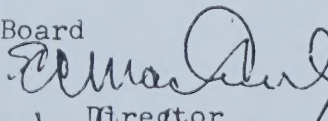
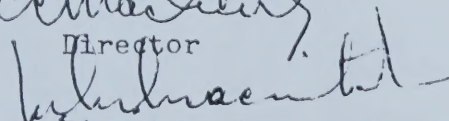
Deduct deficit

575,300.93

746,380.82

\$746,655.82

Approved on behalf of the Board

  
Director  
  
Director

#### NOTE:

Prior to the date hereof the Company assigned shares held by it in various mining companies as investments and having a book value of \$8,574.25 to New Dominion Nickel Mines Limited in consideration of that Company assuming certain liabilities and Accounts Payable of the Company in the total amount of \$9,076.32.

JOBURKE GOLD MINES LIMITED

Statement of Source and Application of Funds  
For the period January 1, 1964 to June 22, 1964.

Cash in Bank January 1, 1964 \$ 368.28

Cash Receipts

Proceeds from Sale of Investment Shares	\$2,142.75	
Refund Workmen's Compensation Board	<u>90.00</u>	<u>2,232.75</u>
		\$2,601.03

Disbursements

Repayment of Cash advances	22.80	
Audit Fee	225.00	
Legal	329.53	
Transfer Agent	1,054.15	
Upkeep of Office Equipment	29.09	
Miner's Licence	100.00	
Refinery Licence	1.00	
Province of Ontario, Information return and Place of Business Tax	243.52	
Insurance	430.00	
Acreage Tax	<u>108.21</u>	<u>2,543.30</u>

Cash in Bank June 22, 1964. \$ 57.73

Approved on behalf of the Board

*[Signature]*  
Director  
*[Signature]*  
Director



16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Prior to change in control of the Company, E. C. McLeod & Associates were in a position to materially affect control of the Company but subsequent to the sale of shares to Rejol Investments Limited as referred to in item 15, Rejol Investments Limited is in a position to materially affect control of the Company.																
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<p>The investments of the Company prior to the change in control were as follows:</p> <table> <tr> <td>Jonsmith Mines Limited</td><td>14,500 shares</td></tr> <tr> <td>Bracemac Mines Limited</td><td>20,000 shares</td></tr> <tr> <td>Ego Mines Limited</td><td>24,530 shares</td></tr> <tr> <td>Glenburk Mines Limited (including 45,000 escrow)</td><td>96,125 shares</td></tr> <tr> <td>Mirador Mines Limited</td><td>300,000 shares</td></tr> <tr> <td>Tashteck Mines Limited</td><td>15,000 shares</td></tr> <tr> <td>Valhalla Mines Limited (including 74,045 escrow)</td><td>87,272 shares</td></tr> <tr> <td>Worthington Mines Ltd. (including 45,000 escrow)</td><td>50,000 shares</td></tr> </table> <p>which were carried on the books of the Company at \$8,574.25. The Company had liabilities in the total amount of \$9,076.72. An arrangement has been made whereby the investments would be exchanged for the liabilities except for \$275.00.</p>	Jonsmith Mines Limited	14,500 shares	Bracemac Mines Limited	20,000 shares	Ego Mines Limited	24,530 shares	Glenburk Mines Limited (including 45,000 escrow)	96,125 shares	Mirador Mines Limited	300,000 shares	Tashteck Mines Limited	15,000 shares	Valhalla Mines Limited (including 74,045 escrow)	87,272 shares	Worthington Mines Ltd. (including 45,000 escrow)	50,000 shares
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Worthington Mines Ltd. (including 45,000 escrow)	50,000 shares																
18. Brief statement of any lawsuits pending or in process against company or its properties.	Nil																
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	N.A.																
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. The shares of the Company will be in the course of primary distribution to the public when the firm underwriting is taken up and if and when options are taken up.																

DATED June 23, 1964

#### CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

JOBURKE GOLD MINES LIMITED

"E.C. MacLeod"

CORPORATE  
SEAL

"W.M. Macintosh"

Director  
Director

#### CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

REJOL INVESTMENTS LIMITED

"J. Gardon" *John Gardon & Co Ltd*

*L.F. Labow*  
"L.F. Labow" Director  
Director